

RECORDATION NO. 26276-L FILED

MAR 30 '07 -1 30 PM

SURFACE TRANSPORTATION BOARD

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March 30, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of March 30, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Lease Agreement and Assignment and Assumption Agreement previously filed with the Board under Recordation Numbers 26276-I and 26276-J, respectively.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity Tank Car, Inc. (as assignee of
Trinity Industries Leasing Company)
2525 Stemmons Freeway
Dallas, TX 75207

Assignee: TLP Rail Trust I
by Wilmington Trust Company, not in its
individual capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

Mr. Vernon A. Williams
March 30, 2007
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A description of the railroad equipment covered by the enclosed document
is:

1 railcar: TILX 194149.

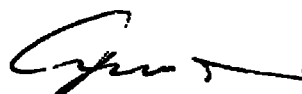
A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

MAR 30 '07 -1 30 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement made and entered into on March 30, 2007 by and between Trinity Tank Car, Inc., a Delaware corporation (as assignee of Trinity Industries Leasing Company) (the "Assignor") and TLP Rail Trust I, a Delaware statutory trust (the "Assignee").

WITNESSETH:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of March 30, 2007, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of those certain railroad car leases as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

|

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By. Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: 

Name: **Jose L. Paredes**
Title: **Assistant Vice President**

TRINITY TANK CAR, INC.

By: _____

Name: _____
Title: _____

Executed on this ____ day of March, 2007

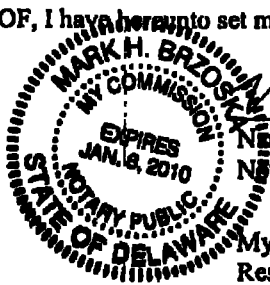
Executed on this ____ day of March, 2007

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the ____ day of March 2007, before a Notary Public in and for said County and State, personally appeared Jose Parades, who being by me duly sworn, says that (s)he is the Assistant Vice President of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on March ___, 2007 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Mark H. Brzoska
Name: MARK H. BRZOSKA
Notary Public - State of Delaware
My Comm. Expires Jan. 6, 2010

My Commission Expires:

Residing in _____

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____

Name:

Title:

TRINITY TANK CAR, INC.

By: Tony Andruskaitis

Name: Tony Andruskaitis

Title: President

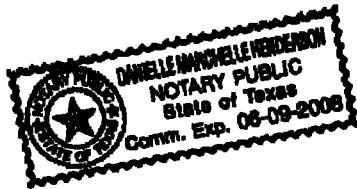
Executed on this ____ day of March, 2007

Executed on this ____ day of March, 2007

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the ____ day of March 2007, before a Notary Public in and for said County and State, personally appeared Tony Andriukaitis, who being by me duly sworn, says that (s)he is the President of Trinity Tank Car, Inc., that said instrument was signed on March ____, 2007 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Danielle Henderson
Name: Danielle Henderson
Notary Public

My Commission Expires: 6/9/08
Residing in Dallas, TX

EXHIBIT A

One Hundred Twenty-Five (125) units identified with marks TILX 197095 – TILX 197219 leased pursuant to Rider Eleven (11) to that certain Railroad Car Lease Agreement dated June 18, 2001 between Trinity Tank Car, Inc. (as assignee of Trinity Industries Leasing Company) and Ethanol Products LLC.

One (1) unit identified with mark TILX 194149 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated June 18, 2001 between Trinity Tank Car, Inc. (as assignee of Trinity Industries Leasing Company) and Ethanol Products LLC.

Forty (40) units identified with marks TILX 251935 – TILX 251974 leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated June 16, 2005 between Trinity Tank Car, Inc. (as assignee of Trinity Industries Leasing Company) and Paramount Petroleum Corporation.

Eighty (80) units identified with marks TILX 197970 – TILX 198024 and TILX 194545 – TILX 194569 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated November 23, 2005 between Trinity Tank Car, Inc. (as assignee of Trinity Industries Leasing Company) and Noble Americas Corp, as amended by that certain Amendment No. 1 to Rider Three (3) effective as of December 11, 2006.

Twenty-Five (25) units identified with marks TILX 252390 – TILX 252414 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated April 24, 2006 between Trinity Tank Car, Inc. (as assignee of Trinity Industries Leasing Company) and Western Petroleum Company.


Fifty (50) units identified with marks TILX 196245 – TILX 196294 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated July 11, 2005 between Trinity Tank Car, Inc. (as assignee of Trinity Industries Leasing Company) and Dynca U.S.A. Inc.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/30/07



Robert W. Alvord